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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

RETAIL GROUP, INC., *et al.*,¹

Reorganized Debtors.

)
) Chapter 11
)
) Case No. 20-33113 (KRH)
)
) (Jointly Administered)
)

**SUPPLEMENTAL ORDER SUSTAINING
DEBTORS' FOURTEENTH OMNIBUS OBJECTION TO CLAIMS**

Upon the objection (the "Objection")² of the debtors and debtors in possession (collectively, the "Debtors," and after the effective date of the chapter 11 plan confirmed in these cases, the "Reorganized Debtors"), for entry of an order (this "Order"), disallowing, expunging, and modifying portions of the claims set forth on Schedule 1 and Schedule 2 attached hereto, all as more fully set forth in the Objection; and upon the Esposito Declaration; and this Court having

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors' claims and noticing agent at <http://cases.primeclerk.com/ascena>. The location of Reorganized Debtor Mahwah Bergen Retail Group, Inc.'s principal place of business and the Reorganized Debtors' service address in these chapter 11 cases is 933 MacArthur Boulevard, Mahwah, New Jersey 07430.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Objection.

jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Objection is in the best interests of the Reorganized Debtors' estates, their creditors, and other parties in interest; and this Court having found that the notice of the Objection and opportunity for a hearing on the Objection were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Objection; and this Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained as set forth herein.
2. The Administrative Portion of each of the Partially Satisfied Claims set forth on the attached **Schedule 1** is hereby disallowed and expunged; *provided* that this Order will not affect the unsecured amounts identified on **Schedule 1** attached hereto in the column titled "Modified Claims"; *provided further* that all parties' rights are reserved with respect to the Modified Claims, including the Reorganized Debtors' right to file a further objection and seek disallowance thereof or any other Proofs of Claim at a future date.
3. The Administrative Portion of each of the Partially Satisfied and Reclassified Claims set forth on the attached **Schedule 2** is hereby disallowed and expunged, and the unsecured amounts of each of the Partially Satisfied and Reclassified Claims set forth on the attached **Schedule 2** are hereby modified as to the amount identified in the column titled "Modified Claims"

in Schedule 2 to this Order; *provided* that all parties' rights are reserved with respect to the Modified Claims, including the Reorganized Debtors' right to file a further objection and seek disallowance thereof or any other Proofs of Claim at a future date.

4. The objection to each Claim in the Objection constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each such Claim. Any stay of this Order pending appeal by any claimant subject to this Order shall only apply to the contested matter that involves such claimant and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.

5. The Claims Agent is authorized and directed to modify the claims register in accordance with entry of the relief granted in this Order.

6. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity, priority, or amount of any particular claim against a Debtor or Reorganized Debtor entity; (b) a waiver of the Reorganized Debtors' or any other party in interest's right to dispute any particular claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Order or the Objection; (e) a request or authorization to assume any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Reorganized Debtors' or any other party in interest's rights under the Bankruptcy Code or any other applicable law; or (g) a concession by the Reorganized Debtors or any other party in interest that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to this Order are valid and the Reorganized Debtors and all other parties in interest expressly reserve their rights to contest the extent, validity, or perfection or to seek avoidance of all such liens. Any payment made pursuant to this Order should not be

construed as an admission as to the validity, priority, or amount of any particular claim or a waiver of the Reorganized Debtors' or any other party in interest's rights to subsequently dispute such claim.

7. The Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Objection.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: Apr 15 2021
Richmond, Virginia

/s/ Kevin R Huennekens
United States Bankruptcy Judge

Entered On Docket: Apr 19 2021

WE ASK FOR THIS:

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CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Cullen D. Speckhart

Schedule 1

Partially Satisfied Claims

Retail Group, Inc. 20-33113 (KRH)
Fourteenth Omnibus Claims Objection
Schedule 1 - Partially Satisfied Claims

MODIFIED CLAIMS

ASSERTED CLAIMS

| | | CLAIM# | DEBTOR | PRIORITY STATUS | AMOUNT | DEBTOR | PRIORITY STATUS | AMOUNT |
|---|--|--------|--------------------|---|--------------|--------------------|-----------------|--------------|
| 1 | ASHEVILLE RETAIL ASSOCIATES LLC GOULSTON & STORRS PC C/O VANESSA P. MOODY 400 ATLANTIC AVENUE BOSTON, MA 02110 | 2806 | Tween Brands, Inc. | Administrative | \$3,916.23 | Tween Brands, Inc. | Administrative | \$0.00 |
| | | | | Unsecured | \$209,610.14 | Tween Brands, Inc. | Unsecured | \$209,610.14 |
| | | | | Subtotal | \$213,526.37 | | Subtotal | \$209,610.14 |
| | | | | Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection. | | | | |
| 2 | LEGACY PLACE PROPERTIES LLC GOULSTON & STORRS PC C/O VANESSA P. MOODY 400 ATLANTIC AVENUE BOSTON, MA 02110 | 2859 | Tween Brands, Inc. | Administrative | \$7,150.14 | Tween Brands, Inc. | Administrative | \$0.00 |
| | | | | Unsecured | \$363,573.41 | Tween Brands, Inc. | Unsecured | \$363,573.41 |
| | | | | Subtotal | \$370,723.55 | | Subtotal | \$363,573.41 |
| | | | | Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection. | | | | |
| 3 | MARKET STREET SOUTH LLC C/O VANESSA P. MOODY GOULSTON & STORRS PC 400 ATLANTIC AVENUE BOSTON, MA 02110 | 2811 | Tween Brands, Inc. | Administrative | \$6,498.40 | Tween Brands, Inc. | Administrative | \$0.00 |
| | | | | Unsecured | \$366,978.42 | Tween Brands, Inc. | Unsecured | \$366,978.42 |
| | | | | Subtotal | \$373,476.82 | | Subtotal | \$366,978.42 |
| | | | | Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection. | | | | |
| 4 | MLO GREAT SOUTH BAY LLC ULMER & BERNE LLP C/O MICHAEL S. TUCKER, ESQ. 1660 WEST 2ND STREET, SUITE 1100 CLEVELAND, OH 44113 | 3182 | Lane Bryant, Inc. | Administrative | \$11,099.58 | Lane Bryant, Inc. | Administrative | \$0.00 |
| | | | | Unsecured | \$259,620.93 | Lane Bryant, Inc. | Unsecured | \$259,620.93 |
| | | | | Subtotal | \$270,720.51 | | Subtotal | \$259,620.93 |
| | | | | Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection. | | | | |
| 5 | MLO GREAT SOUTH BAY LLC ULMER & BERNE LLP C/O MICHAEL S. TUCKER, ESQ. 1660 WEST 2ND STREET, SUITE 1100 CLEVELAND, OH 44113 | 4602 | Tween Brands, Inc. | Administrative | \$445.03 | Tween Brands, Inc. | Administrative | \$0.00 |
| | | | | Unsecured | \$206,547.47 | Tween Brands, Inc. | Unsecured | \$206,547.47 |
| | | | | Subtotal | \$206,992.50 | | Subtotal | \$206,547.47 |
| | | | | Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection. | | | | |
| 6 | ROUTE 146 MILLBURY PROPERTY LLC C/O GOULSTON & STORRS PC ATTN: VANESSA P. MOODY 400 ATLANTIC AVENUE BOSTON, MA 02110 | 3022 | Tween Brands, Inc. | Administrative | \$6,232.16 | Tween Brands, Inc. | Administrative | \$0.00 |
| | | | | Unsecured | \$204,792.25 | Tween Brands, Inc. | Unsecured | \$204,792.25 |
| | | | | Subtotal | \$211,024.41 | | Subtotal | \$204,792.25 |
| | | | | Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection. | | | | |

Retail Group, Inc. 20-33113 (KRH)
Fourteenth Omnibus Claims Objection
Schedule 1 - Partially Satisfied Claims

| NAME | CLAIM# | ASSERTED CLAIMS | | | MODIFIED CLAIMS | | |
|---|--------|-----------------|-----------------|-----------------|-----------------|-----------------|--------|
| | | DEBTOR | PRIORITY STATUS | AMOUNT | DEBTOR | PRIORITY STATUS | AMOUNT |
| Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection. | | | | | | | |
| TOTAL | | | | \$ 1,646,464.16 | TOTAL | \$ 1,611,122.62 | |

Schedule 2

Partially Satisfied and Reclassified Claims

Retail Group, Inc. 20-33113 (KRH)
Fourteenth Omnibus Claims Objection
Schedule 2 - Partially Satisfied and Reclassified Claims

| ASSERTED CLAIMS | | | | MODIFIED CLAIMS | | |
|--|--------|--|---|--|--|---|
| NAME | CLAIM# | DEBTOR | PRIORITY STATUS | AMOUNT | DEBTOR | PRIORITY STATUS AMOUNT |
| 1 AMERCO REAL ESTATE COMPANY ATTN: FAY BIDLACK, ESQ. 2721 N CENTRAL AVE PHOENIX, AZ 85004 | 4566 | Catherines, Inc. Catherines, Inc. | Administrative Unsecured Subtotal | \$3,951.61 \$83,926.59 \$87,878.20 | Catherines, Inc. Catherines, Inc. | Administrative Unsecured Subtotal \$0.00 \$87,878.20 \$87,878.20 |
| Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection. | | | | | | |
| 2 CASTLE & COOKE CORONA CROSSINGS, LLC LEVENE, NEALE, BENDER, YOO & BRILL L.L.P. C/O EVE H. KARASIK, ESQ. 10250 CONSTELLATION BLVD., SUITE 1700 LOS ANGELES, CA 90067 | 3707 | Tween Brands, Inc. Tween Brands, Inc. | Administrative Unsecured Subtotal | \$11,883.27 \$2,399.96 \$14,283.23 | Tween Brands, Inc. Tween Brands, Inc. | Administrative Unsecured Subtotal \$0.00 \$10,129.69 \$10,129.69 |
| Reason: All administrative asserted liabilities for post-petition lease charges have been paid through the date of the lease rejection. | | | | | | |
| TOTAL | | | | \$ 102,161.43 | TOTAL | \$ 98,008.89 |